

deploying Phase II capability were contacted by July 21, 2004 and informed of the situation and the steps Nextel Partners was taking to rectify the issue. In fact, as the scope of the Motorola software problem ultimately expanded to require a software adjustment to its earliest A-GPS handset models, Nextel Partners in September of 2004 engaged in special PSAP outreach efforts to offer affected PSAPs free handsets to replace those models affected by the Motorola software glitch.⁴⁴ Consistent with Nextel Partners' overall experience in offering customers free handset swaps, there was virtually no response from PSAPs to take advantage of this free offer.

The permanent solution to the Motorola A-GPS software problem requires a two-part fix. The first part involved an upgrade to the Nextel Partners network to enable the transmission of latitude and longitude to Phase II deployed PSAPs. Nextel Partners successfully deployed this network upgrade by July 25, 2004. This upgrade ensured that Nextel Partners' network would be capable of identifying whether a 911 call is being placed from a handset updated with the new software, or from a non-updated A-GPS phone. If a call is placed from an updated ("re-flashed") handset, that handset will automatically calculate its GPS location and Nextel Partners' network will transmit E911 Phase II location information (assuming the PSAP is capable of receiving Phase II information) to the PSAP. If an E911 call is placed from a handset without the updated software, the handset will not attempt a GPS fix so Nextel Partners will transmit Phase I information to the relevant PSAP.

The second part of fixing the Motorola software problem requires updating the Motorola software in every one of the affected handsets, those already in customers' hands, as well as those in the inventories of Nextel Partners and Motorola. Once the software glitch was

⁴⁴ Examples of the free handset upgrade offer letter Nextel Partners sent to Phase II PSAPs are attached at Exhibit 2.

discovered, Motorola quickly developed software that addressed the A-GPS issue in every affected model and Nextel Partners took immediate steps to reflash the approximately 170,000 A-GPS handsets it then maintained in its inventory. Nextel Partners also sent its affected customers a letter informing them of the glitch and offered several incentives for customers that visited an authorized service center to have their phones reflashed. Nextel Partners attempted to provide appealing incentives to customers to take the steps necessary to have handsets reflashed, including a free 30-day trial offer of Nextel Partners' commercial GPS TeleNav service (a GPS navigation service which provides audible and visual driving directions for mobile handsets) and participation in the A-GPS re-flash sweepstakes with prizes that included a Cadillac Escalade and round-trip airfare tickets to anywhere in the continental United States.⁴⁵ Nextel Partners' authorized dealers are further supported by a separate initiative in which Motorola pays fifteen dollars for every handset a dealer reflashes.

Additionally, in an unprecedented outreach effort, Nextel Partners and Motorola collectively worked, and continue to work, to identify subscribers with handsets requiring a reflash and mailed self-reflash kits, consisting of a CD-ROM and data cable, to these subscribers so that they could reflash their handsets at their home or office. Over 389,000 reflash kits were mailed to Nextel Partners' subscribers.⁴⁶

From the time a software fix was available up to today, Nextel Partners updated or "reflashed" approximately 295,215 handsets. Despite the massive outreach and incentives Nextel Partners offered, over two hundred thousand handsets remain to be either reflashed or

⁴⁵ A sample letter is included at Exhibit 3.

⁴⁶ A single reflash kit can be used to reprogram multiple phones.

swapped out. This can only happen, however, if and when a customer is willing to agree either to a handset replacement or to a reflashing of the affected handset.

Nextel Partners' efforts in this regard are ongoing. Nextel Partners continues to reflash A-GPS handsets affected by the Motorola software glitch. Nextel Partners' authorized service centers are set up to reflash customer handsets, and whenever a customer brings a handset in for any reason, Nextel Partners either swaps or updates the retained phone's software. Any software upgrade is made at no cost to the customer. Nextel Partners also sent, and continues to send, representatives to large corporate customers to perform the software upgrades for the affected handsets on the customer's site. Nextel Partners also proactively identifies and calls customers with older, non-A-GPS handsets through its Customer Life Cycle ("CLC") program and offers these customers even more attractive upgrades, including discounts of up to \$250 on new handsets.⁴⁷

C. Nextel Partners' Path to Full Compliance.

Based on its experience to date in encouraging handset replacement, Nextel Partners understands that in addition to its ongoing handset upgrade efforts, additional measures will be necessary to encourage all subscribers that have phones effected by the A-GPS glitch or are using non-A-GPS handsets either to reflash their existing phones or to replace their handsets with new A-GPS capable handsets. In addition to the continuation of existing efforts, Nextel Partners has several other initiatives in place to ensure a 95 percent penetration rate by December 31, 2007. In fact, Nextel Partners' budget already accounts for these significant new marketing and upgrade initiatives.

⁴⁷ An example of handset upgrade offers are included at Exhibit 4.

These marketing and promotional efforts will not only include continued direct marketing to virtually every Nextel Partners customer but also mass advertising that will highlight the benefits of location-capable handsets. For example, every month most Nextel Partners customers receive direct mail advertisements highlighting new handset models and their A-GPS capabilities.⁴⁸ These monthly wide scale mailings will continue at least throughout 2006. In addition, Nextel Partners customers are offered substantial discounts on upgraded handsets and in some cases will be offered free handsets. Many of these direct outreach efforts will target Nextel Partners' group and government users by offering them additional economic incentives to upgrade or replace their phones. In addition to Nextel Partners' own outreach efforts, the company is working with Motorola to develop promotional plans that could, for example, include cash payments for upgrading handsets.

Nextel Partners also forecasts additional subscriber growth in the next few years which should enhance A-GPS penetration rates. Nextel Partners anticipates continuing subscriber growth due to the introduction of new, cutting edge phones as well as aggressive marketing that promotes the A-GPS features of these handsets. These programs are concrete steps toward achieving a 95 percent penetration rate and should guarantee a path to full compliance with the Commission's 95 percent handset penetration requirements by December 31, 2007.

IV. GRANT OF THIS LIMITED REQUEST IS CONSISTENT WITH THE PUBLIC INTEREST.

The circumstances presented by this waiver request are unique. First, when considering its size and the characteristics of its markets, Nextel Partners on its own is not a true "Tier I"

⁴⁸ Since January 1, 2005, for example, eleven new A-GPS handsets have been introduced to the market by Nextel Partners. They are I265, I275, I355, i325IS, I560, I760, I605, I836, I850, I930 and 7100i models. Examples of these advertisements are included at Exhibit 5.

carrier for E911 implementation purposes. The more flexible implementation parameters afforded Tier III carriers are unquestionably more appropriate than treating Nextel Partners as a Tier I national carrier in evaluating the circumstances of this waiver request.

Second, Nextel Partners' anticipated noncompliance with the final E911 benchmark is due to circumstances beyond its control. Due to the proprietary nature of its network, Nextel Partners had no choice but to wait to deploy Motorola A-GPS handsets until Motorola developed such handsets. This set Nextel Partners back one entire year in meeting its final handset penetration benchmark. Then, when Motorola handsets failed due to a latent software defect solely attributable to Motorola, Nextel Partners lost all the momentum it had gained towards ubiquitous penetration. Holding Nextel Partners responsible for these circumstances beyond its control would be unreasonable.

Third, lower than anticipated customer churn has resulted in less handset turnover than the Commission, and perhaps many carriers themselves, expected. Where predictive judgment does not prove accurate, it is reasonable for the Commission to adjust its expectations. While 95 percent handset penetration is achievable, the circumstances described in this limited waiver request demonstrate that reaching this level of penetration will take additional time.

Finally, if PSAPs lack the resources to upgrade their systems to utilize Phase II location technology, then it is immaterial whether 70 percent, or 95 percent or 100 percent of the handsets in customer hands are A-GPS capable – no Phase II E911 service will be available within that PSAP's areas of jurisdiction. Many of the PSAPs within Nextel Partners' operating markets are county-wide PSAPs, and a considerable number of these entities are not Phase II ready. As several carriers have observed in their penetration waiver requests, lack of Phase II PSAP

readiness is a factor in customer willingness to upgrade their handsets.⁴⁹ Overall, of the approximately 900 PSAPs in areas served by Nextel Partners, 689 PSAPs are Phase I compliant, 432 are Phase II compliant and 196 have only basic E911 calling capabilities (Phase 0). It is appropriate for the Commission to look at the practical effect on the public of any shortfall in handset penetration in addressing the circumstances that favor a limited waiver of the December 31, 2005 handset penetration deadline.

V. CONCLUSION

Nextel Partners' limited request for a two-year extension of the final A-GPS handset penetration deadline is consistent with the Commission's stated desire to reach nearly ubiquitous levels of A-GPS handset penetration as quickly as possible. As described herein, Nextel Partners has aggressive incentive and advertising programs in place to hasten the uptake of A-GPS phones capable of providing E911 Phase II services. Nextel Partners also continues its outreach to those customers affected by the Motorola software glitch that have not replaced or had their phones reflashed so that Phase II E911 service can be rendered. Nevertheless, Nextel Partners cannot force customers to upgrade or reflash their phones. Rather, Nextel Partners respectfully

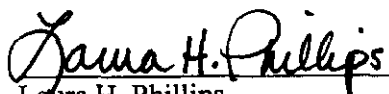
⁴⁹ See Request for Waiver by SouthernLINC Wireless, CC Docket No. 94-102 (filed July 26, 2005) at 27 (E911 Phase II service remains unavailable in most of SouthernLINC Wireless's footprint, even for those subscribers that have A-GPS location-capable handsets...). See also CTIA/RCA Petition at 4.

requests that the Commission extend the final compliance certification date to account for Nextel Partners' specific circumstances. This action would advance the public interest.

Respectfully submitted,

NEXTEL PARTNERS, INC.

Donald J. Manning, Esq.
Vice President & General Counsel
Todd B. Lantor, Esq.
Chief Regulatory Counsel
NEXTEL PARTNERS, INC.
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Kirkland, Washington 98033


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Washington, DC 20005-1209
(202) 842-8800

Its Attorneys

October 17, 2005

Exhibit 1

Sheriff



WENDELL HALL

October 12, 2005

Marlene Dortch
Secretary
Federal Communications Commission
445 12th Street S.W.
Washington, DC 20554

SANTA ROSA COUNTY
P. O. BOX 7129
MILTON, FLORIDA 32572
PHONE (850) 983-1216
FAX (850) 983-1212
E-mail: whall@srsco.net

Re: Nextel Partners, Inc. E911 Petition for Waiver, FCC Docket No. 94-102

Dear Ms. Dortch:

We serve the citizens of Santa Rosa County, Florida with emergency services and have worked successfully with Nextel Partners and several other wireless carriers for several years to provide our citizens with prompt and reliable services. Nextel Partners is one of the most cooperative and reliable wireless carriers that we work with and keeps us apprised of E911 developments affecting our citizens. Nextel Partners informs us of potential E911 service problems and has a history of resolving them.

We understand that Nextel Partners is requesting a waiver of the Federal Communications Commission's December 31, 2005 95 percent Phase II handset penetration deadline. While we have an interest in as many wireless subscribers as possible having access to E911 service, we understand that carriers, such as Nextel Partners, cannot require customers to upgrade or buy new handsets. As public safety officials, we place the highest priority on reliable signal coverage in our area to guarantee our ability to reach people in need of public safety assistance. We commend Nextel Partners' past efforts in our community and are confident that the carrier is acting in good faith in seeking a limited waiver of the FCC's handset penetration benchmark.

If you should have any questions about this letter, please do not hesitate to contact us.

Sincerely,

A handwritten signature in black ink that reads "Wendell Hall".

Sheriff Wendell Hall
Santa Rosa County Sheriff's Office

Exhibit 2

Autauga 9-1-1
815 Gillespie Street
Pratville, AL 36067

Att: Ms. Denise Butts
9-1-1 Coordinator
Re: A-GPS Services Update

September 01, 2004

Dear Ms. Butts:

In July 2004, Motorola identified an issue that impacted the Assisted Global Positioning Satellite location (A-GPS) on several iDEN handsets. Nextel (Nextel Communications and Nextel Partners) and Motorola have determined the root cause of the issue and have designed and implemented a permanent fix to remedy the situation. The two-part fix includes a network solution and a handset software update. The network solution was completed on July 25, 2004. The software update is available and needs to be downloaded to the following affected Motorola handsets: i730, i733, i736, i830, i530, i205, i305, i710, i325 and i285.

All employees at your PSAP who use or own any of the phones indicated above should first verify if their phone is applicable for the software upgrade. This can be done by visiting Motorola's website at <https://idenonline.motorola.com/iupgrade/> and entering the IMEI and Serial Number. *(Instructions to locate IMEI and Serial Number are located at the bottom of the web page)* If the phone is eligible for the software upgrade, Motorola will ship a free data cable and step-by-step instructions on how to upgrade the phone within 5-7 business days. If you already have a data cable, you may visit the website listed above to download the upgrade software and instructions. Once the update is complete, your phone will maintain personalized digital content and settings including ring tones, wallpaper, styles, voice notes, voice tags, recent calls list and existing IMEI. However, you will need to re-download Java applications following the instructions included with the cable. If you are unable to use the web update process, please call the toll free number below to schedule a handset update. A Motorola representative will assist in each step of the process to ensure that the handset is properly updated.

The software update for Motorola i58 and i88 is not yet available. We anticipate the software update to be available at the end of September 2004. To provide the PSAP community with the most current technology available, we would like to provide an immediate complimentary handset replacement for PSAP employees who use or own an i58 or i88 handset (government or personal contracts). We apologize for the inconvenience and service interruption; however, we are committed to keeping our PSAP community current with the latest and best technology. All employees at your PSAP, who use or own the i58 or i88, should call the toll free number below to request a complimentary handset replacement. A Motorola representative will assist them in each step to ensure their handset is properly updated.

If you have any questions, comments or concerns regarding this matter, please contact me at 425-576-3642.

TOLL FREE NUMBER: 800-590-9845 (9 a.m. - 8 p.m. EST M-F)

Regards,



Peter A. Gaffney
E911 Program Manager

Baldwin County Emergency Communications District
23130 McAuliffe Drive
Robertsdale, AL 36567

Att: Ms. Chris Heger
Director

September 01, 2004

Re: A-GPS Services Update

Dear Ms. Heger:

In July 2004, Motorola identified an issue that impacted the Assisted Global Positioning Satellite location (A-GPS) on several iDEN handsets. Nextel (Nextel Communications and Nextel Partners) and Motorola have determined the root cause of the issue and have designed and implemented a permanent fix to remedy the situation. The two-part fix includes a network solution and a handset software update. The network solution was completed on July 25, 2004. The software update is available and needs to be downloaded to the following affected Motorola handsets: i730, i733, i736, i830, i530, i205, i305, i710, i325 and i285.

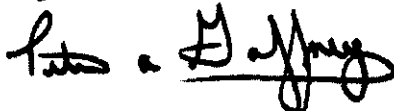
All employees at your PSAP who use or own any of the phones indicated above should first verify if their phone is applicable for the software upgrade. This can be done by visiting Motorola's website at <https://idenonline.motorola.com/upgrade/> and entering the IMEI and Serial Number. *(Instructions to locate IMEI and Serial Number are located at the bottom of the web page)* If the phone is eligible for the software upgrade, Motorola will ship a free data cable and step-by-step instructions on how to upgrade the phone within 5-7 business days. If you already have a data cable, you may visit the website listed above to download the upgrade software and instructions. Once the update is complete, your phone will maintain personalized digital content and settings including ring tones, wallpaper, styles, voice notes, voice tags, recent calls list and existing IMEI. However, you will need to re-download Java applications following the instructions included with the cable. If you are unable to use the web update process, please call the toll free number below to schedule a handset update. A Motorola representative will assist in each step of the process to ensure that the handset is properly updated.

The software update for Motorola i58 and i88 is not yet available. We anticipate the software update to be available at the end of September 2004. To provide the PSAP community with the most current technology available, we would like to provide an immediate complimentary handset replacement for PSAP employees who use or own an i58 or i88 handset (*government or personal contracts*). We apologize for the inconvenience and service interruption; however, we are committed to keeping our PSAP community current with the latest and best technology. All employees at your PSAP, who use or own the i58 or i88, should call the toll free number below to request a complimentary handset replacement. A Motorola representative will assist them in each step to ensure their handset is properly updated.

If you have any questions, comments or concerns regarding this matter, please contact me at 425-576-3642.

TOLL FREE NUMBER: 800-590-9845 (9 a.m. - 8 p.m. EST M-F)

Regards,



Peter A. Gaffney
E911 Program Manager

Butler County Emergency Communications District
1000 South Conecuh Street
Greenville, AL 36037

Att: Ms. Janice Stamps
9-1-1 Coordinator
Re: A-GPS Services Update

September 01, 2004

Dear Ms. Stamps:

In July 2004, Motorola identified an issue that impacted the Assisted Global Positioning Satellite location (A-GPS) on several iDEN handsets. Nextel (Nextel Communications and Nextel Partners) and Motorola have determined the root cause of the issue and have designed and implemented a permanent fix to remedy the situation. The two-part fix includes a network solution and a handset software update. The network solution was completed on July 25, 2004. The software update is available and needs to be downloaded to the following affected Motorola handsets: i730, i733, i736, i830, i530, i205, i305, i710, i325 and i285.

All employees at your PSAP who use or own any of the phones indicated above should first verify if their phone is applicable for the software upgrade. This can be done by visiting Motorola's website at <https://idenonline.motorola.com/iupgrade/> and entering the IMEI and Serial Number. *(Instructions to locate IMEI and Serial Number are located at the bottom of the web page)* If the phone is eligible for the software upgrade, Motorola will ship a free data cable and step-by-step instructions on how to upgrade the phone within 5-7 business days. If you already have a data cable, you may visit the website listed above to download the upgrade software and instructions. Once the update is complete, your phone will maintain personalized digital content and settings including ring tones, wallpaper, styles, voice notes, voice tags, recent calls list and existing IMEI. However, you will need to re-download Java applications following the instructions included with the cable. If you are unable to use the web update process, please call the toll free number below to schedule a handset update. A Motorola representative will assist in each step of the process to ensure that the handset is properly updated.

The software update for Motorola i58 and i88 is not yet available. We anticipate the software update to be available at the end of September 2004. To provide the PSAP community with the most current technology available, we would like to provide an immediate complimentary handset replacement for PSAP employees who use or own an i58 or i88 handset (government or personal contracts). We apologize for the inconvenience and service interruption; however, we are committed to keeping our PSAP community current with the latest and best technology. All employees at your PSAP, who use or own the i58 or i88, should call the toll free number below to request a complimentary handset replacement. A Motorola representative will assist them in each step to ensure their handset is properly updated.

If you have any questions, comments or concerns regarding this matter, please contact me at
425-576-3642.

TOLL FREE NUMBER: 800-590-9845 (9 a.m. - 8 p.m. EST M-F)

Regards,



Peter A. Gaffney
E911 Program Manager

Exhibit 3

September 2004

Dear {Name A. Name}:

Code: AGPS Services

The purpose of this letter is to inform you of a Motorola software issue that may be affecting the A-GPS functionality associated with the Nextel phones you manage. You have been identified as a priority customer that uses A-GPS data applications, and Nextel is contacting you for resolution of this issue.

As part of the solution to allow you to use A-GPS data applications, the software on your phone(s) must be updated. Further, these phones will require this software upgrade to ensure they can take advantage of E911 Phase II functionality in those areas where Nextel has deployed Phase II service. E911 Phase II is a technology that provides 911 call centers with the approximate physical location of the wireless phone used to place a 911 call. Although you may have already received a call from Nextel and resolved the software issue, we are sending this letter to ensure each affected customer is contacted.

In July, Motorola identified a software issue that impacted A-GPS services on the company's I205, I305, I530, I710, I730, I733, I736, and I830 IDEN® phones. Nextel and Motorola took swift measures to determine the cause of this issue and design a permanent fix. This fix includes a network solution, which has been completed, and a software update on affected phones. Although the software issue did not affect the commercial A-GPS features of the I58sr and I88s phones, they too must be upgraded with new software so they can "communicate" with the updated software in Nextel's network. New software for the I58sr and I88s phones will not be available from Motorola until mid- to late September.

Please be assured that the updated software is provided at no cost to you. To get the software update, Nextel is providing two options, and, for both, we request you update the software on your I205, I305, I530, I710, I730, I733, I736, and I830 phones by 9/17/04. For a list of the affected phones on your account, please see the other side of this page.

Option 1: Update the Software on your Existing Phone

Option II: Update the sort.
This can be done in two ways:

- **Order a free data cable, or use an existing cable (#NKN6559), and download the updated software:**
 - Go to nextel.com/gpsupdates and select the link for ordering a cable from Motorola or call Motorola directly at 800-590-9845 (M-F 9 a.m. - 8 p.m. EST), and Motorola will ship a free data cable and complete update instructions in 5-7 business days.
 - When you receive the cable, follow the instructions and download the updated software.
 - Once the update is complete, your phone will maintain personalized digital content and settings, including ring tones, wallpaper, styles, voice notes, voice tags, recent calls list and existing IMEI. However, you will need to re-download Java applications following the instructions included with the cable.
- **Or visit a Nextel-owned Retail Store or Service Center, or one of our Authorized Service Centers, and have the software installed on your phone.**
 - To find a service center near you, go to nextel.com/gpsupdates. To locate the nearest Nextel Retail Store, call 1-800-TALKCEL (825-5235).

(See other slide.)

Option 2: Order a Replacement Phone

- Call Motorola at 800-590-9845 (M-F 9 a.m. - 8 p.m. EST), and Motorola will ship (in 1 business day) a new or "like new" phone with the new software installed.
- You will need to reinstall Java and A-GPS applications, including ring tones, wallpaper, styles, voice notes, voice tags, recent calls list, and any personalized digital content and settings.
 - Motorola will ship with the phone detailed instructions to assist you in swapping to your new phone and re-downloading Java and A-GPS applications.

No matter which option you choose, you will receive two months' credit on your Total Connect plan or data transport services plan required for A-GPS service on i205, i305, i530, i710, i730, i733, i736, and i830 phones. This credit will be delivered over two bill cycles, beginning on your August or September bill. The credits will appear in the 'Adjustments, Access and Other Charges' section of your invoice with the adjustment description 'Serv. Adjust - GPS Plan' or 'Serv Adjust. - GPS App'.

Please remember that Nextel's 911 service was and continues to be available throughout the country transmitting the caller's callback number and nearest cell site to 911 call centers. And all of Nextel's Motorola phones continue to be fully operational with regard to all other services: cellular phone calls; Nextel Direct Connect® calls; wireless data, such as text messaging and SMS; voice mail; and Caller ID.

Again, for those I205, I305, I530, I710, I730, I733, I736, and I830 phones listed at the bottom of this letter, we strongly encourage you to complete the update by 9/17. If you have an affected phone model but do not use A-GPS applications, or if you have an I58 or I88 phone, you must still update the phone software as soon as possible to take advantage of E911 Phase II functionality in those areas where E911 Phase II functionality is available.

We apologize for any inconvenience to you, but we want to make sure that your phones are fully updated and fully compatible with all A-GPS applications. For continued updates on the A-GPS software issue, please visit nextel.com/gpsupdates. For all billing questions or questions about non-A-GPS concerns, please visit nextel.com or contact Nextel Customer Care.

Thank you.

David McNaughton

David McNaughton
Vice President of Marketing

Affected 1205, 1305, 1530, 1710, 1730, 1733, 1736, and 1830 phones:

[illegible]

To our valued customers:

As you may already be aware, there is a Motorola software issue that may be affecting the A-GPS functionality associated with the Nextel phones you manage. You have been identified as a priority customer that uses A-GPS data applications, and we want to ensure a quick resolution of this issue.

Nextel will be sending a detailed letter to your account holder in the beginning of September with more details on the situation. In addition, we are providing information to you today to provide you with options on how to address the issue as soon as possible.

Overview of the Issue:

In July, Motorola identified a software issue that impacted A-GPS services on the company's i205, i305, i530, i710, i730, i733, i736, and i830 iDEN® phones. Nextel and Motorola took swift measures to determine the cause of this issue and design a permanent fix. This fix includes a network solution, which has been completed, and a software update on affected phones. Although the software issue did not affect the commercial A-GPS features of the i58sr and i88s phones, they too must be upgraded with new software to ensure they can take advantage of E911 Phase II functionality in those areas where it is available. New software for the i58sr and i88s phones will be available from Motorola at the end of September; for further updates, please go to Nextel.com/gpsupdates.

Getting to the solution:

As part of the solution to allow customers to use A-GPS data applications, the software on the phones must be updated. Please be assured that the updated software is provided at no cost. To get the software update, Nextel is providing two options:

Option 1: Update the Software on Existing Phones

This can be done in two ways:

- **Order a free data cable, or use an existing cable (#NKN6559), and download the updated software:**
 - Go to www.nextel.com/gpsupdates and select the link for ordering a cable from Motorola or call Motorola directly at 800-590-9845 (9 a.m. – 8 p.m. EST M-F), and Motorola will ship a free data cable and complete update instructions in 5-7 business days.
 - When you receive the cable, follow the instructions and download the updated software.
 - Once the update is complete, your phone will maintain personalized digital content and settings, including ring tones, wallpaper, styles, voice notes, voice tags, recent calls list and existing IMEI. However, you will need to re-download Java applications following the instructions included with the cable.
- **Or visit a Nextel-owned Retail Store or Service Center, or one of our Authorized Service Centers, and have the software installed on your phone.**
 - To find a service center near you, go to www.nextel.com/gpsupdates. To locate the nearest Nextel Retail Store, call 1-800-TALKCEL (825-5235).

Option 2: Order a Replacement Phone

- Call Motorola at 800-590-9845 from 9 a.m. – 8 p.m. EST (M-F), and Motorola will ship (one business day) a new or "like new" phone with the new software installed.
- You will need to reinstall Java and A-GPS applications, including ring tones, wallpaper, styles, voice notes, voice tags, recent calls list, and any personalized digital content and settings.
 - Motorola will ship with the phone detailed instructions to assist you in swapping to your new phone and re-downloading Java and A-GPS applications.

Additional Information:

All affected phones require this software upgrade to ensure they can take advantage of E911 Phase II functionality in those areas where it is available. E911 Phase II is a technology that provides 911 call centers with the approximate physical location of the wireless phone used to place a 911 call.

Please remember that Nextel's 911 service was and continues to be available throughout the country, transmitting the caller's callback number and nearest cell site to 911 call centers. And all of Nextel's Motorola phones continue to be fully operational with regard to all other services: cellular phone calls; Nextel Direct Connect® calls; wireless data, such as text messaging and SMS; voice mail; and Caller ID.

We apologize for any inconvenience to you, but we want to make sure that your phones are fully updated and fully compatible with all A-GPS applications. For continued updates on the A-GPS software issue, please visit www.nextel.com/gpsupdates. For all billing questions or questions about non-A-GPS concerns, please visit www.nextel.com or contact Nextel Customer Care.

**NEXTEL**

September 27, 2004

Code: AGPSP3

Dear Nextel Customer,

We know how important your phone is and how it helps keep you connected to both your business and personal life. Therefore, we wanted to inform you of a software issue with the A-GPS (Assisted Global Positioning System) feature in your Motorola phone. Although you may not have noticed anything different, we want to be sure that your phone can use A-GPS services. So, Motorola and Nextel have set up an easy way for you to update the A-GPS software on your phone.

As you may have heard, a recently discovered software issue affected the A-GPS functionality of the following Motorola iDEN® model phones: i58sr¹, i88s¹, i205, i305, i530, i710, i730, i733, i736 and i830. Our records indicate that you currently have one or more of these phones on your account. You need to update the software on those phones to reestablish A-GPS functionality for E911 calls and other A-GPS applications.

E911 service continues to be available throughout Nextel's National Network, transmitting the caller's callback number and the nearest cell site to local emergency call centers where those call centers are capable of receiving that information. However, your A-GPS enabled phone(s) must be upgraded to take advantage of E911 Phase II functionality in those areas of the United States where Nextel has deployed Phase II service. (E911 Phase II is a technology that uses information from the A-GPS network to provide 911 call centers with the approximate physical location of the wireless phone used to place a 911 call.²) Once updated, your phone can also help get you where you're going faster, thanks to other A-GPS services like audible turn-by-turn directions. To enjoy these features, you need to upgrade your phone's software with a simple update process we call "reflashing."

To reflash your phone's software, please follow the directions in the enclosed A-GPS self-service kit. If you need additional assistance, simply take your phone to a Nextel Service and Repair Center and they will reflash the software for you free of charge. To find the Service and Repair Center nearest you, visit nextel.com/gpsupdates.

We know how busy you are, and we appreciate you working with us to update the software on your phone as quickly as possible. As a courtesy, we'd like to offer you Nextel's A-GPS-powered, turn-by-turn driving directions, TeleNav™, free for 30 days for up to 10 routes (a \$9.99 value) when you purchase this service.³ To take advantage of the free driving directions, please call 866-567-7805 or speak with your Nextel Representative. In addition, once your phone is reflashed, you will automatically be entered into the Motorola A-GPS Reflash Sweepstakes. You'll have the chance to win one of thousands of prizes including brand new Cadillac Escalades, round-trip airfare tickets to anywhere in the continental U.S., \$20 web gift certificates, NASCAR NEXTEL Cup Series™ phones and more. **No purchase necessary to enter or win. Making a purchase will not increase your chance of winning.** Please see the enclosed Motorola Sweepstakes flyer for the Official Rules.

Our customers are our top priority, and we are committed to helping you get things done. Should you need more information or to answer additional questions, please call Motorola at 800-590-9845 (Mon-Fri, 9am - 8pm EST; Sat 8am - 5pm EST).

Thank you for your continued business.

Sincerely,

David McNaughton
Vice President of Marketing
Nextel Communications

Peter Aloumanis
General Manager, US Operations
Motorola, iDEN Subscriber Group

1. The software enclosed cannot be used to upgrade Nextel i58sr and i88s phones. To order a self-service kit for the i58sr and i88s phones, please visit <https://idenonline.motorola.com/upgrade/>.
2. The availability and accuracy of location information will vary depending on the environment in which the A-GPS feature is being used.
3. Offer expires December 31, 2004. Customer must call to cancel the TeleNav service before the free trial period ends to avoid being charged for this service. The \$9.99/mo plan includes 10 routes/month from TeleNav and 1/2 MB of Total Connect Data. Overage rate of \$0.01/kb applies. Average route is 10 KB without audio street names and 30 KB with audio street name prompts. Nextel driving directions are provided by TeleNav's TeleNav Service and requires a Nextel voice service plan, TeleNav service (billed by Nextel), and a Nextel A-GPS, Java-enabled phone. Other TeleNav options are available.

Exhibit 4

THREE WAYS TO GET THE LATEST PHONE.

UPGRADE OPTIONS	① TWO-YEAR AGREEMENT**	② ONE-YEAR AGREEMENT***	③ NO AGREEMENT REQUIRED
1205	\$49.99	\$124.99	\$199.99
1265	\$49.99	\$124.99	\$199.99
1275	\$99.99	\$174.99	\$249.99
1305	\$69.99	\$144.99	\$219.99
1325ls	\$399.99	\$474.99	\$549.99
1355	\$89.99	\$164.99	\$239.99
1530	\$49.99	\$149.99	\$224.99
1560	\$149.99	\$224.99	\$299.99
1605	\$249.99	\$324.99	\$399.99
1710	\$74.99	\$149.99	\$224.99
1730	\$124.99	\$199.99	\$274.99
1736	\$99.99	\$174.99	\$249.99
1760	\$149.99	\$274.99	\$349.99
1836	\$174.99	\$249.99	\$324.99
1850	\$199.99	\$324.99	\$399.99
1860	\$249.99	\$324.99	\$399.99
1930*	\$349.99	\$424.99	\$499.99
BlackBerry 7520™	\$199.99	\$374.99	\$449.99

Requires two-year contract extension. *Requires one-year contract extension.

CALL 888.566.6199 TO UPGRADE TODAY!

>> For more information contact your local Nextel Sales Representative.

Offers: Expire October 31, 2005. iPhone offers: Contract may be required. *1930 only available at Nextel Retail Stores and National Dealers. Additional fees: \$200 early termination and \$199 set-up fee per phone, max of \$80 per account. Shipping charge of \$14.99 per unit, up to 10 units per order may apply. Nextel reserves the right to cancel/adjust offers without notice. Offers may not be available in all markets. Nextel's Nationwide Network service 2577, all the top 300+ numbers, © 2005 Nextel Partners, Inc. NEXTEL, the NEXTEL logo and other marks are service marks and trademarks of Nextel Communications, Inc. All third-party product or service names are the property of their respective owners. All rights reserved. The BlackBerry and IBM families of related marks, images and symbols are the exclusive properties and trademarks or registered trademarks of Research In Motion Limited - used by permission.

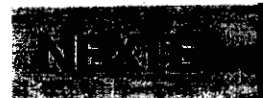


Exhibit 5

Customers PreApproved Two Phone- DNIS 888-566-7155



Phone Number
Customer Name
Company
Address
City/State/Zip

Nextel is a registered trademark of Nextel Communications, Inc.



**YOU'RE PREAPPROVED.
SAVE UP TO \$249* PER PHONE
WITH A NEW LINE OF SERVICE.**

Call <1-XXX-XXX-XXXX> now.
Special Offer Code: 03.AJLVCI
Don't wait. Offer ends 7/31/05.

Dear <First Name> <Last Name>:

Congratulations. Because we value your business, we have a fantastic **FREE** offer for you when you add a new line of service.

Call <1-XXX-XXX-XXXX> before July 31, 2005, and we'll send you the Nextel i265 phone **FREE**. Built by Motorola®, it's one of our most popular phones. And because you're one of our best customers, it's yours free - after a \$25 mail-in rebate. Or choose from our other top-of-the-line phones like the sleek and stylish i760. We'll give you a great deal on whichever one you choose.

DO MORE WITH MOTOHORIZON™ DIRECT CONNECT™ WALKIE-TALKIE.

The i265 includes great features like Downloadable Applications and Games, Customized Ring Tones, Multimedia Messaging Services and more. And with MotoHORIZON Direct Connect™ walkie-talkie you can connect instantly - round the coast - with any other user on the Nextel MotoHORIZON Network.

Plus the phone and sale plan that we rapid for you - we've got several to choose from - and you're all set.

MAKE IT A DONE DEAL.

Don't miss this opportunity to get one of our most popular phones **FREE**. It's our way of thanking you for being a Nextel customer.

Sincerely,

Nextel

Nextel

P.S. TO GET YOUR FREE NEXTEL i265 PHONE when you add a new line of service, call <1-XXX-XXX-XXXX>. But don't wait. This offer ends 7/31/05.

FREE NEXTEL i265 PHONE
WHEN YOU ADD A NEW LINE OF SERVICE.
YOU'RE PREAPPROVED.
CALL <1-XXX-XXX-XXXX> TODAY.
Special Offer Code: 03.AJLVCI
OFFER ENDS 7/31/05.



MOBL. PLAY
EVERYTHING
BE BETWEEN.
THE NEW NEXTEL i265 PHONE

FREE*
SAVE
\$239.99

SLICK AND SLENDER.
THE NEXTEL i760 PHONE

ONLY 99¢*
SAVE
\$249

> ASK ABOUT OUR WIRELESS DATA SERVICES
THAT LET YOU EMAIL, TEXT MESSAGE AND
ACCESS THE INTERNET EASILY.

> CALL <1-XXX-XXX-XXXX>
Special Offer Code: 03.AJLVCI
Offer ends: 7/31/05

MAKE IT A DONE DEAL.

THE **Nextel** ORGANIZATION

Customers PreApp Control Two Phone- DNIS 888-566-3078



<Name> (<Name>
<Customer Title>
<Company>
<Address>
<City>, <State> <Zip>

████████████████████



**YOU'RE PREAPPROVED
FOR A FREE PHONE
WITH A NEW LINE
OF SERVICE.**

**Offer available when you
CALL <1-XXX-XXX-XXXX> NOW.**
Special Offer Code: 03AUGC1

Don't wait. Offer ends 8/31/05.

Dear <Name> (<Name>),

Congratulations. Because we value your business, we have a **FREE PHONE** offer for you when you add a new line of service.

Call <1-XXX-XXX-XXXX> before August 31, 2005, and take advantage of our hot summer phone deals:

- A **FREE** 1710 color-screen flip phone. Built by Motorola, this phone regularly sells for \$249.99, and includes great features like color display, downloadable applications and games, customized ring tones and much more.
- A **FREE** 1265 phone. A \$239.99 value—it's one of our newest and most versatile phones, and offers features like multimedia messaging services, GPS-enabled, speakerphone and much more.

All phones come equipped with the Nextel-exclusive Direct Connect™ walkie-talkie service that lets you connect instantly with any other user on the Nextel Nationwide Network. And with Nationwide Direct Connect™ you can get the same great instant connections with other Nextel users coast-to-coast.

Pick the phone and rate plan that are right for you—we've got several to choose from—and you're all set.

Don't miss this opportunity to get one of our most popular phones **FREE**. This offer is available when you call toll-free <1-XXX-XXX-XXXX> now! It's our way of thanking you for being a Nextel customer.

Sincerely,

Nextel
Nextel

P.S. WHEN YOU CALL <1-XXX-XXX-XXXX> TO ORDER YOUR FREE PHONE, don't forget to ask about our Text Messaging and Wireless Web options. But don't wait. This offer ends 8/31/05.

03AUGC1 *Conditions and restrictions apply. Offer available to new customers only. See website for details.

03AUGC1

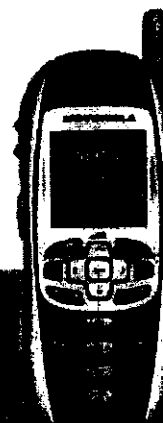


FREE PHONE OFFER

**WITH A NEW LINE OF SERVICE.
YOU'RE PREAPPROVED.
CALL <1-XXX-XXX-XXXX> TODAY.**

Special Offer Code: 03AUGC1

OFFER ENDS 8/31/05



**WORK. PLAY.
EVERYTHING
IN BETWEEN.**
THE NEW NEXTEL 1710 PHONE

FREE*
SAVE
\$239.99
1710 1710 1710 1710



SLEEK AND SENSIBLE.
THE NEXTEL 1265 PHONE

FREE*
SAVE
\$249.99

**TEXT MESSAGING AND WIRELESS WEB
OPTIONS AVAILABLE WITH ALL
NEXTEL PHONES.**

*Conditions and restrictions apply. Offer available to new customers only. See website for details.

CALL <1-XXX-XXX-XXXX>
Special Offer Code: 03AUGC1
Offer ends: 8/31/05

MAKE IT A DONE DEAL.

1710 1710 1710 1710

THE *Team* ORGANIZATION

Customers Test Two Phone Control Hot Stamped - DNIS 888-566-3963



<FName> <LName>
<Customer Title>
<Company>
<Address>
<City>, <State> <Zip>

888-566-3963

<FName> <LName>
YOU'RE PREAPPROVED



OFFER AVAILABLE WHEN
YOU ADD A NEW LINE
OF SERVICE.

CALL <1-XXX-XXX-XXXX>.

Special Offer Code: 040CTC3
Don't wait. Offer ends 10/31/05.

PRE-APPROVED

Dear <FName> <LName>,

Congratulations. Because we value your business, we have a **FREE** phone offer for you when you add a new line of service.

Call <1-XXX-XXX-XXXX> before October 31, 2005, and take advantage of our great phone deals:

- A **FREE**™ 1265 phone. A \$199.99 value. It's one of our newest and most versatile phones, and offers features like multimedia messaging services, GPS-enabled, speakerphone and much more.
- **SAVE \$265** on the Nextel 1730 phone, yours for just \$9.99.* Built by Motorola, this phone features a color display, downloadable games, customized ring tones and much more.

DO NOT MISS THIS LIMITED TIME OFFER

All phones come equipped with the exclusive Nextel Walkie-Talkie service that lets you connect instantly with any other user on the Nextel Nationwide Network. And with Nationwide Walkie-Talkie you can get the same great instant connections with other Nextel users coast-to-coast.

Pick the phone and rate plan that are right for you—we've got many to choose from—and you're all set.

HURRY. THIS FREE PHONE OFFER ENDS 10/31/05.

Don't miss this opportunity to get one of our most popular phones **FREE**. This offer is available when you call toll-free <XXX-XXX-XXXX> now! It's our way of thanking you for being a Nextel customer.

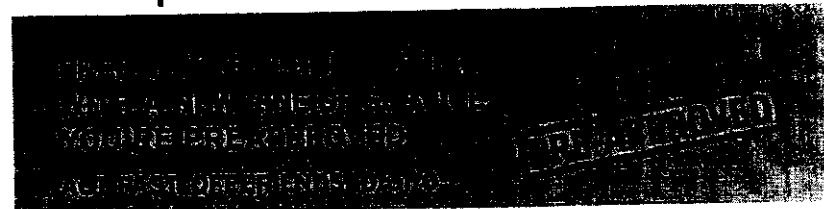
Sincerely,

Nextel
Nextel

P.S. WHEN YOU CALL <XXX-XXX-XXXX> TO ORDER YOUR FREE PHONE, don't forget to ask about our Text Messaging and Wireless Web options. But don't wait. This offer ends 10/31/05.

040CTC3 *This offer requires approval. Conditions and restrictions apply. Offer available to new activations only. See website for details. Offer ends 10/31/05.

040CTC3



<FName>, Call <1-XXX-XXX-XXXX>.

Offer Code: 040CTC3



WORK, PLAY,
EVERYTHING
IN BETWEEN.
THE NEW NEXTEL 1265 PHONE.

FREE*
SAVE
\$199.99

*This offer requires approval.
Offer ends 10/31/05.

STYLISH AND SMART.
THE NEXTEL 1730 PHONE.

ONLY \$9.99*

SAVE
\$265

*This offer requires approval.
Offer ends 10/31/05.

> TEXT MESSAGING AND WIRELESS WEB
OPTIONS AVAILABLE WITH ALL
NEXTEL PHONES.

> CALL <1-XXX-XXX-XXXX>

Special Offer Code: 040CTC3
Offer ends: 10/31/05

*This offer requires approval. Conditions and restrictions apply. See website for details. Offer ends 10/31/05.

MAKE IT A DONE DEAL.

THE *Nextel* ORGANIZATION